AFFILIATED COMPUTER SERVICES INC
Form 4
May 20, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
REXFORD JOHN H

(Last) (First) (Middle)

2828 N. HASKELL AVENUE

(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AFFILIATED COMPUTER SERVICES INC [ACS]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock $0.01 par value	05/16/2008		M		24,000	A	$ 16.4375	24,000	D	
Class A Common Stock $0.01 par value	05/16/2008		S		900	D	$ 54.5278	23,100	D	
Class A Common	05/16/2008		S		2,000	D	$ 54.253	21,100	D	

Stock $0.01 par value							
Class A Common Stock $0.01 par value	05/16/2008	S	3,000	D	$ 54.2743	18,100	D
Class A Common Stock $0.01 par value	05/16/2008	S	2,000	D	$ 54.3853	16,100	D
Class A Common Stock $0.01 par value	05/16/2008	S	3,000	D	$ 54.1921	13,100	D
Class A Common Stock $0.01 par value	05/16/2008	S	3,000	D	$ 54.3633	10,100	D
Class A Common Stock $0.01 par value	05/16/2008	S	4,000	D	$ 54.3091	6,100	D
Class A Common Stock $0.01 par value	05/16/2008	S	2,100	D	$ 54.3662	4,000	D
Class A Common Stock $0.01 par value	05/16/2008	S	2,600	D	$ 54.4115	1,400	D
Class A Common Stock $0.01 par value	05/16/2008	S	1,400	D	$ 54.3484	0	D
Class A Common Stock	05/16/2008	M	6,000	A	$ 23.47	6,000	D

$0.01 par value								
Class A Common Stock $0.01 par value	05/16/2008	S	600	D	$ 54.3484	5,400	D	
Class A Common Stock $0.01 par value	05/16/2008	S	3,000	D	$ 54.3	2,400	D	
Class A Common Stock $0.01 par value	05/16/2008	S	2,000	D	$ 54.1565	400	D	
Class A Common Stock $0.01 par value	05/16/2008	S	400	D	$ 53.982	0	D	
Class A Common Stock $0.01 par value	05/16/2008	S	3,902	D	$ 54.869	1,926	I	ESP Plan
Class A Common Stock $0.01 par value	05/16/2008	S	300	D	$ 54.82	1,626	I	ESP Plan
Class A Common Stock $0.01 par value	05/16/2008	S	500	D	$ 54.682	1,126	I	ESP Plan
Class A Common Stock $0.01 par value	05/16/2008	S	700	D	$ 54.4186	426	I	ESP Plan
Class A Common Stock $0.01 par						2,100	I	401k Plan

value			
Class A Common Stock $0.01 par value	2,500	I	IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 50.29							(1)	08/15/2017	Class A Common	150,000
Employee Stock Option (Right to Buy)	$ 59.13							(1)	07/09/2017	Class A Common	25,000
Employee Stock Option (Right to Buy)	$ 49.55							(1)	12/09/2016	Class A Common	75,000
Employee Stock Option (Right to Buy)	$ 50.25							(1)	03/18/2015	Class A Common	100,000
Employee Stock	$ 51.9							(1)	07/30/2014	Class A Common	25,000

Option (Right to Buy)								
Employee Stock Option (Right to Buy)	$ 44.1				(1)	08/11/2013	Class A Common	50,000
Employee Stock Option (Right to Buy)	$ 37.57				(1)	07/23/2012	Class A Common	30,000
Employee Stock Option (Right to Buy)	$ 35.75				(1)	07/23/2012	Class A Common	20,000
Employee Stock Option (Right to Buy)	$ 23.47	05/16/2008	M	6,000	(3)	07/11/2010	Class A Common	6,000
Employee Stock Option (Right to Buy)	$ 16.4375	05/16/2008	M	24,000	(3)	07/11/2010	Class A Common	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REXFORD JOHN H 2828 N. HASKELL AVENUE DALLAS, TX 75204			Executive Vice President	

Signatures

John Rexford	05/19/2008
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary date and continuing on each such anniversary thereafter through and including the fifth anniversary of the date of the grant, 20% of such options shall vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.

(2) As the result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. A part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 23, 2002 for 50,000 shares of ACS Class A Common Stock $0.01 par value at an Exercise Price of $35.75 per share expiring on July 23, 2012. This stock option grant is fully vested. The Exercise Price for 30,000 shares has been repriced at $37.57 per share.

(3) These options vest and become exercisable as follows: on the third anniversary date of the grant, 60% of such options will vest and become exercisable; and on each of the fourth and fifth anniversary dates of the grant, 20% of such options will vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.

(4) Sale prices ranged from $53.982 to $54.3484 as reported in Table I of this Form 4.

(5) As the result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. A part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 11, 2000 for 30,000 shares of ACS Class A Common Stock $0.01 par value at an Exercise Price of $16.4375 per share expiring on July 11, 2010. This stock option grant is fully vested. The Exercise Price for 6,000 shares has been repriced at $23.47 per share.

(6) Sale prices ranged from $54.1921 to $54.5278 as reported in Table I of this Form 4.

Remarks:

The exercises and sales reported in this Form 4 were effected pusuant to a Rule 10b5-1 Sales Plan adopted by the Reporting Pe

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